

LEWIS & KAPPES

PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1700 ONE AMERICAN SQUARE

BOX 82053

INDIANAPOLIS, INDIANA 46282-0003

(317) 639-1210

TELECOPIERS

(317) 639-4832

(317) 639-4878

PHILIP S. KAPPEST
DAVID WELKER GRAY
JOHN F. WICKES, JR.
GARY P. PRICE†
STEVEN L. TUCHMANT
THOMAS R. RUGE
C. DUANE O'NEAL
BRETT J. MILLER*
TODD A. RICHARDSON**
BETTE J. DODD
PETER S. FRENCH
PAMELA H. SHERWOOD
BRIAN A. STATZ
DONNA HEISER DUBISKY***

*Also admitted in Illinois

**Also admitted in Massachusetts

***Also admitted in Michigan & Kentucky

OF COUNSEL
SAMUEL A. FULLER*
KEVIN W. DOGAN
LESLIE DUVALL
RICHARD P. BATESKY, Jr.
*Also admitted in Florida

TED. B. LEWIS
(1919-1991)

†Certified Mediators

Web Site
[Http://www.Lewis-Kappes.com](http://www.Lewis-Kappes.com)

E-Mail Address
Office@Lewis-Kappes.com
GPrice@Lewis-Kappes.com

August 22, 1997

Personal and Confidential

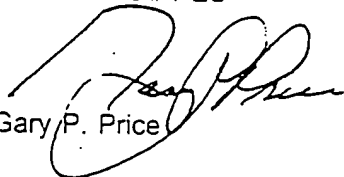
Ralph F. Rothschild
Vice President, Business Affairs
Volt Delta Corp.
1221 Avenue of the Americas
New York, New York 10020

Dear Ralph:

[REDACTED]

Sincerely,

LEWIS & KAPPES


Gary P. Price

GPP:aem

Enclosure

cc: Richard Magjuka (w/encls.)

Robert O. Stuart (w/encls.)

c:\aem\gpp\stuart\rom.Git

BEST AVAILABLE COPY

EXHIBIT

D